



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Law Department  
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Norfolk, Virginia 23510-9241

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November 17, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D. C. 20423-0001

RECORDATION NO. **22546** FILED

NOV 22 '99

3-30PM

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Memorandum of Lease evidencing a lease of railroad locomotives, a primary document, dated as of November 2, 1999.

The names and addresses of the parties to the primary document are as follows:

LESSOR: General Electric Capital Corporation  
120 Long Ridge Road  
Stamford, CT 06927

LESSEE: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
50	Diesel-Electric Locomotives Model C30-7A	C-C	CR 6550-6599

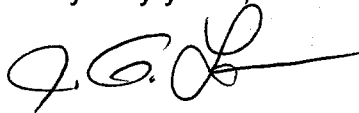
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
10	Diesel-Electric Locomotives Model C32-8	C-C	CR 6610-6619

A recordation fee of \$26.00 will be paid by the person hand-delivering the counterparts, to whom the three extra stamped counterparts are to be returned.

A short summary of the document to appear in the index follows:

Memorandum of Lease between General Electric Capital Corporation and Norfolk Southern Railway Company, dated November 2, 1999, covering 50 diesel-electric locomotives numbered CR 6550-6599 and 10 diesel-electric locomotives numbered CR 6610-6619, all inclusive.

Very truly yours,



J. Gary Lane

jgl  
encl.

NOV 22 '99

3-30PM

**MEMORANDUM OF LEASE**

This MEMORANDUM OF LEASE, dated as of November 2, 1999, is between GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation ("Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation ("Lessee").

1. Lessor hereby leases to Lessee fifty (50) General Electric 3000 h.p. Model C30-7A diesel-electric locomotives and ten (10) General Electric 3200 h.p. Model C32-8 diesel-electric locomotives, more fully described in Schedule I hereto (each a "Unit" and collectively the "Units"). The lease term as to a Unit commences on the date of acceptance set forth in the Certificate of Acceptance for such Unit, executed with respect to such Unit by Lessee pursuant to the Lease of Railroad Equipment, dated as of November 2, 1999 between Lessor and Lessee (the "Lease"), and terminates on November 1, 2000, unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay Rent for the Units as set forth in the Lease.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed as of the date first above written

NORFOLK SOUTHERN  
RAILWAY COMPANY

GENERAL ELECTRIC  
CAPITAL CORPORATION

By: R. C. Steele, Jr.  
Name: R. C. Steele, Jr.  
Title: AVP - Material Management

By: R. T. Sturgeon  
Name: R. T. Sturgeon  
Title: Manager, Operations

STATE OF CONNECTICUT)  
 ) ss:  
COUNTY OF FAIRFIELD )

On this 4<sup>th</sup> day of November, 1999,  
before me personally appeared R.T.  
Sturgeon, to me personally known, who  
being by me duly sworn, says that he is a  
Manager, Operations of General Electric  
Capital Corporation, that said instrument  
was signed on behalf of said corporation  
by authority of its Board of Directors,  
and he acknowledged that the execution  
of the foregoing instrument was the free  
act and deed of said corporation.

Margaret Frail  
Signature of Notary Public  
My Commission expires: 12/31/2000

STATE OF VIRGINIA )  
 ) ss:  
COUNTY OF ROANOKE )

On this 11 day of November, 1999,  
before me personally appeared  
R. C. STEELE, Jr., to me  
personally known, who being by me  
duly sworn, says that s/he is the  
AVP MATERIAL MGMT. of Norfolk  
Southern Railway Company, that said  
instrument was signed on behalf of said  
corporation by authority of its Board of  
Directors, and s/he acknowledged that  
the execution of the foregoing  
instrument was the free act and deed of  
said corporation.

E. L. Barnett  
Signature of Notary Public  
My Commission expires: 1-31-2003

Schedule I

to

Memorandum of Lease, dated as of November 2, 1999,  
between General Electric Capital Corporation, as Lessor, and  
Norfolk Southern Railway Company, as Lessee

**UNITS OF EQUIPMENT**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Lessee's Road Numbers</u>
General Electric 3000 h.p Model C30-7A diesel-electric locomotive	50	CR 6550-6599
General Electric 3200 h.p Model C32-8 diesel-electric locomotive	10	CR 6610-6619